

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <u>et al.</u> ,	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
Debtors.	)	

Objection Deadline: March 4, 2005  
Hearing Date: March 21, 2005 at 12:00 p.m.

**NOTICE OF DEBTORS' MOTION FOR APPROVAL OF THE JOINT STIPULATION  
AND CONSENT ORDER OF THE DEBTORS AND THE ST. PAUL COMPANIES, INC.  
CONCERNING THE CLASSIFICATION AND TREATMENT OF ST. PAUL'S CLAIM  
WITH RESPECT TO THE SOLOW APPEAL BOND AND FOR MODIFICATION OF  
THE AUTOMATIC STAY**

TO: All parties required to receive notice pursuant to Del. L.R. 2002-1.

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") filed the *Debtors' Motion for Approval of the Joint Stipulation and Consent Order of the Debtors and the St. Paul Companies, Inc. Concerning the Classification and Treatment of St. Paul's Claim With Respect to the Solow Appeal Bond and For Modification of the Automatic Stay* (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

Objections and other responses to the relief requested in the Motion, if any, must be in writing and filed with the Bankruptcy Court no later than **4:00 p.m. prevailing Eastern Time on March 4, 2005.**

At the same time, you must also serve a copy of the objection or response, if any, upon the following: (i) co-counsel for the Debtors, Janet S. Baer, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 (fax 312-861-2200), and David W. Carickhoff, Jr.,

Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, NY 10038-4982 (fax 212-806-6006), and Michael R. Lastowski, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246 (fax 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 (fax 305-374-7593), and Michael B. Joseph, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899 (fax 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 (fax 212-644-6755), and Marla Eskin, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, DE 19801 (fax 302-426-9947); (v) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022 (fax 212-715-8000), and Teresa K.D. Currier, Klett Rooney Lieber & Schorling, 1000 West Street, Suite 1410, P.O. Box 1397, Wilmington, DE 19899-1397 (fax 302-552-4220); (vi) counsel to the Future Claimants' Representative, Richard H. Wyron, Swidler Berlin Shereff Friedman, LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 (fax 202-424-7643), and John C. Phillips, Jr., Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806 (fax 302-655-4210); and (vii) the Office of the United States Trustee, Attn: Frank J. Perch, 844 N. King Street, Wilmington, DE 19801 (fax 302-573-6497).

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN  
ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE  
RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

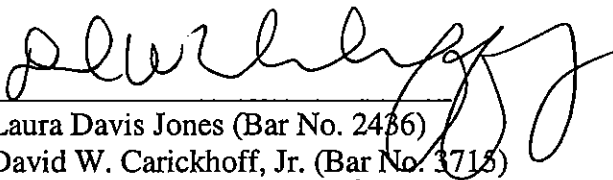
IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND  
SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE MOTION WILL  
BE HELD BEFORE THE HONORABLE JUDITH K. FITZGERALD AT THE  
BANKRUPTCY COURT ON **MARCH 21, 2005 AT 12:00 P.M. EASTERN TIME.**

Dated: February 14, 2005

KIRKLAND & ELLIS LLP  
James H.M. Sprayregen, P.C.  
Janet S. Baer  
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and

PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
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